

**IN THE SPECIFICATION:**

Please amend paragraph [0027] on page 11 of the specification as follows:

[0027] The clutch assembly 10 further includes at least one actuating cam, generally indicated at 26. The actuating cam 26 is operatively disposed relative to the inner and outer races 12, 18 to actuate the engagement ~~members 24~~ mechanism 15 to provide four separate modes of operation between the inner and outer races 12, 18 of the clutch assembly 10. More specifically, and referring now to Figures 2 - 5, the cam is operable to (1) disengage the ~~engagement members~~ pawls 24 to provide freewheeling between the inner and outer races 12, 18 in both rotational directions as shown in Figure 2; (2) to actuate the ~~engagement members~~ pawls 24 so that torque is translated in one rotational direction but to allow freewheeling in the opposite rotational direction as shown in Figure 3; (3) to actuate the ~~engagement members~~ pawls 24 so that torque is translated in a direction opposite to that in mode (2) above, but allow freewheeling in the rotational direction opposite to that in which torque is translated in this mode (Figure 4); and (4) to actuate the ~~engagement members~~ pawls 24 so that the inner and outer races 12, 18 are locked relative to each other and torque is translated in both rotational directions (Figure 5).

Please delete paragraph [0028].

Please amendment paragraph [0036] spanning pages 16 - 17 of the specification as follows:

[0036] In the representative embodiment illustrated herein, the bi-directional overrunning clutch assembly 10 is employed in connection with the planetary gear set 72 and the low/reverse gear brake 63 which together provide low and reverse gear ratios. This application is schematically illustrated in Figure 7. In this case, torque is provided from the underdrive clutch ~~[[52]]~~ 54 to the sun gear 86 that is splined to the shaft 88. For a low gear, such as first gear, the actuation cam 26 is

indexed such that the bi-directional overrunning clutch assembly 10 is operating in the mode illustrated in Figure 3. In this application, the outer race 18 is grounded to the transmission case 90 through the low/reverse gear brake 63. To this end, the low/reverse gear brake 63 includes an annular clutch pack, generally indicated at 98, one half of which is illustrated in Figure 7. The clutch pack 98 is interposed between the outer race 18 and the transmission case 90 through a clutch housing 91. Thus, the clutch pack 98 operates to connect and disconnect the outer race 18 of the clutch assembly 10 and the transmission case 90 for translating and interrupting torque therebetween. The clutch pack 98 includes a reduced number of annular plates 100 splined at 102 to the outer race 18. A plurality of annular friction discs 104 are splined at 106 to the friction clutch housing 91 and interleaved between the plates 100. The plates 100 and friction discs 104 are also axially movable relative to their respective spline, outer race, and clutch housing to come into frictional engagement, thereby reducing or eliminating relative rotation between the plates 100 and discs 104. A pair of retaining rings are typically mounted to the clutch housing 91 and are disposed on either side of the clutch pack 98. A pressure plate 110 may also be employed to cooperate with the retaining ring to limit axial movement of the plates 100 and friction discs 104.